

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

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| In the Matter of |) | |
| |) | |
| The Uniendo a Puerto Rico Fund and the Connect |) | WC Docket No. 18-143 |
| USVI Fund Program |) | |
| |) | |

**REQUEST FOR WAIVER
BLACKBURN TECHNOLOGIES II, LLC**

Tom Davidson
Karen Milne
Shea Boyd
Akin Gump Strauss Hauer & Feld LLP
2001 K St. NW
Washington, DC, 20006
(202) 887-4011

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Counsel for Blackburn Technologies II, LLC

EXECUTIVE SUMMARY

Blackburn Technologies II, LLC (“Blackburn”) is submitting the instant request for waiver of Section 54.1505(a) of the rules of the Federal Communications Commission (“FCC” or “Commission”) to enable it to establish eligibility to participate in the upcoming competitive proposal process for Stage 2 support (“Stage 2”) from the Uniendo a Puerto Rico Fund. As set forth in detail herein, Blackburn is an experienced provider of fixed broadband services and, as such, should be permitted to participate in the upcoming Stage 2 auction, notwithstanding that Blackburn provides its services primarily on a wholesale basis and thus did not file June 2018 FCC Form 477 data.

Blackburn is a minority-owned Puerto Rico-based broadband communications company founded by natives of Puerto Rico with a combined 70 years of experience in operating communications and technology companies. Since it first launched its fixed broadband network in 2017, Blackburn has been offering services as a neutral wholesale operator – the only one of its kind in Puerto Rico. As a neutral wholesale operator, Blackburn provides small, mid-sized and large Internet service providers (“ISPs”) access to infrastructure that would not otherwise be available to them, which in turn enables these ISPs to provide high-speed, quality broadband service to their retail customers, many of whom do not have competitive alternatives to one of the large incumbent providers. Thus, Blackburn’s business model enhances competition for broadband service in Puerto Rico.

Blackburn’s neutral wholesale business model has enabled it to focus on the deployment and management of state-of-the art, high-capacity infrastructure, resulting in a well-planned, carrier-class network that uses only equipment manufactured in the United States and is specifically designed to reach underserved communities. Indeed, the high-bandwidth network constructed by Blackburn is reliable, resilient and redundant, all of which characteristics have been recognized by the Commission as critical to meet Puerto Rico’s broadband needs. The strength of Blackburn’s network was unequivocally demonstrated when Hurricane Maria struck in September 2017, when Blackburn was able to provide expedited emergency broadband services at the Luis Muñoz Marín International Airport in San Juan, where many first responders were arriving, at a time when many incumbent providers’ services failed as a result of the hurricane. Blackburn has continued to invest in its network in order to expand its service offerings and customer base and, today, Blackburn provides its customers in Puerto Rico, and throughout Latin America, with international coverage to over 100 points of presence spread across 60 cities and 40 countries. Most recently, Blackburn signed Chairman Pai’s Keep Americans Connected Pledge and has been working during the COVID-19 pandemic to deliver telehealth and online learning solutions to the island.

Not only has Blackburn been an experienced provider of fixed broadband services for over three years (and thus should be permitted to compete for Stage 2 funding on this basis), it has been working diligently to implement a plan to deploy over \$50 million in infrastructure to expand and improve broadband throughout Puerto Rico, as well as to position the island as a bridge between the Americas. Specifically, Blackburn’s business plan includes the deployment of a fiber backbone and fixed wireless network that will provide much-needed broadband

services to critically unserved or underserved mountainous and rural regions throughout Puerto Rico. In addition to making broadband services widely available, Blackburn's planned network will provide increased resilience in Puerto Rico, as well as connect Puerto Rico and the U.S. Virgin Islands with the rest of the Caribbean and South America, creating a path to quickly restore communications following natural disasters, such as earthquakes and hurricanes, that commonly strike the northern portion of the island.

Where, as here, Blackburn has constructed and deployed a proven broadband network, requiring an FCC Form 477 data as a proxy for Stage 2 eligibility for Blackburn would undermine the FCC's goal of increasing broadband service in Puerto Rico and is contrary to the public interest. Indeed, Blackburn has equal or greater experience, capability, and likelihood of delivering on the promise of increased broadband access in Puerto Rico than many of the smaller ISPs that would be eligible under the 477-based standard.

Moreover, because the Uniendo a Puerto Rico Fund represents the only opportunity for broadband funding in Puerto Rico, the FCC should seek to include as many qualified bidders as possible in order to increase competition in the Stage 2 process. Permitting Blackburn – an established broadband network operator in Puerto Rico with access to private equity funding – to participate in the Stage 2 auction would further the FCC's goal of ensuring that winning bidders can quickly deploy broadband services with minimal risk of defaulting on service obligations. As a neutral wholesale operator, just as it does with its current network, Blackburn will make its planned fixed wireless broadband network available for use by multiple services providers, who will have access to, and benefit from, Blackburn's infrastructure deployment. Thus, if Blackburn is permitted to bid for, and ultimately wins, Stage 2 funding, its planned network expansion will inure to the benefit of all of its customers who, in turn, will offer end user service to consumers, thereby promoting a more efficient use of federal funds. Importantly, because Blackburn's planned fixed wireless broadband network project is "shovel ready", it is well-positioned to greatly expand broadband access across the island in the near term, thereby bringing immediate benefits to Puerto Rico.

In short, for the reasons set forth in more detail in this waiver request, the public interest, and the FCC's policy goals of maximizing the use of public federal funds to expand broadband services to low income, unserved and underserved communities, will be served by granting the instant request for waiver of the 477-based eligibility standard in Section 54.1505(a) to permit Blackburn to submit a proposal in the competitive Stage 2 process.

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REQUEST FOR WAIVER

Pursuant to Sections 1.3 and 1.41 of the rules of the Federal Communications Commission (“FCC” or “Commission”),¹ Blackburn Technologies II, LLC (“Blackburn”), by its attorneys, respectfully requests a waiver of Section 54.1505(a) of the Commission’s rules to enable Blackburn to establish eligibility to participate in the upcoming competitive proposal process for Uniendo a Puerto Rico Fund Stage 2 support (“Stage 2”) despite the fact that Blackburn is a wholesale broadband provider and thus not required to file Form 477 data.²

As explained herein, use of Form 477 data as the sole proxy for eligibility would preclude Blackburn, an experienced provider of broadband services in Puerto Rico, from expanding broadband to unserved and underserved areas in Puerto Rico and increasing the resilience of Puerto Rico’s broadband networks merely because Blackburn provides broadband on a wholesale basis – a result that clearly contravenes the public interest. This is particularly the case given Blackburn’s plans to deploy a fixed wireless broadband network that will provide

¹ 47 C.F.R. § 1.3 and 47 C.F.R. § 1.41. The factual information provided in this waiver request is supported by the declaration of Robert W. Weihe, attached hereto as Exhibit 1.

² See 47 CFR § 54.1505(a). Blackburn is not seeking a waiver of the requirement that a provider is eligible to bid for Stage 2 support only if it had existing fixed network facilities and made broadband service available in Puerto Rico as of June 30, 2018. The instant request simply requests a waiver of the requirement that such network and service can be demonstrated solely through Form 477 data.

much-needed island-wide coverage, thereby facilitating remote work, distance learning, and telemedicine, as well as Blackburn's planned construction of a submarine cable system that will provide resilience and a path of restoration in the event of hurricanes, earthquakes or other natural disasters. Indeed, as demonstrated herein, these projects clearly will advance the Commission's stated goal of rebuilding, improving, and expanding broadband networks in Puerto Rico and the U.S. Virgin Islands in the most cost-effective and efficient manner.³

Broad participation from experienced providers like Blackburn is particularly important to the Stage 2 bidding process because the Uniendo a Puerto Rico Fund appears to be the only broadband deployment program presently available for Puerto Rico.⁴ Given this limited opportunity for funding to expand and enhance broadband access in Puerto Rico, maximizing the competitiveness of the process by ensuring that all experienced providers have an opportunity to participate is critical. Grant of the requested waiver will advance the Commission's goals of conducting an efficient and competitive process by facilitating the participation of Blackburn, an established provider of fixed broadband services in Puerto Rico.⁵

I. ABOUT BLACKBURN

Blackburn is a minority-owned telecommunications company headquartered in San Juan, Puerto Rico that provides broadband communications services to Puerto Rico and Latin

³ See *In the Matter of the Uniendo a Puerto Rico Fund and the Connect USVI Fund*, WC Docket Nos. 18-143 et al, Order and Notice of Proposed Rulemaking, FCC 18-57, para. 13 (rel. May 29, 2018) ("*Stage 2 NPRM*"); *In the Matter of the Uniendo a Puerto Rico Fund and the Connect USVI Fund*, WC Docket Nos. 18-143 et al, Order and Notice of Proposed Rulemaking, FCC 19-95, para. 12 (rel. Sep. 30, 2019) ("*Stage 2 Order*").

⁴ It is Blackburn's understanding that significant programs providing funding for broadband in rural and underserved areas are likely to be largely unavailable to benefit Puerto Rico. For example, Puerto Rico is not a preliminary eligible area for the Phase 1 RDOF support to be offered in Auction 904. See FCC Releases Updated List Of Eligible Areas For Rural Digital Opportunity Fund Phase I Auction, News Release (June 25, 2020).

⁵ See *Stage 2 Order* at para. 46-49.

America.⁶ Blackburn was founded by Alejandro G. Asmar, Ph.D. and Erick Jose Rodriquez, both natives of Puerto Rico with a combined 70 years of experience in operating communications and technology companies.⁷ Since founding the company in 2015, Mr. Asmar and Mr. Rodriquez have compiled a management team of professionals with extensive experience in the telecommunications industry, and today Blackburn is a leader in the provision of broadband and Internet access to Internet service providers (“ISPs”), retailers, over-the-top providers, and other service providers throughout Puerto Rico and Latin America. Most recently, Blackburn has applied to the Puerto Rico Telecommunications Regulatory Board for designation as an Eligible Telecommunications Carrier (“ETC”), which is pending approval by the Board.

Not only does Blackburn have a strong and experienced management team, it also has the support of a local, Puerto Rico-based private equity company. Specifically, The Phoenix Fund, LLC (the “Phoenix Fund”), a Puerto Rico private equity company registered under Law 185 and registered with the U.S. Securities and Exchange Commission, holds a minority interest in Blackburn, and has provided Blackburn with certain of the capital required for the company to execute its business plan to expand and improve broadband services in Puerto Rico.⁸ This funding, together with Stage 2 support that Blackburn might win if authorized to compete for

⁶ Blackburn is one of several indirect, wholly-owned subsidiaries of Blackburn Technologies, LLC, all of which operate under the same trade name (collectively, the “Blackburn Group”). The Blackburn Group is ultimately owned and controlled by Alejandro Asmar and Erick Rodriquez. The entities in the Blackburn Group are organized under Delaware law, with principal operations in the continental United States, the Caribbean and Latin America. The Blackburn Group owns and has access to substantial, redundant broadband capacity through numerous master service agreements with tier one carriers. The Blackburn Group offers high performance products and services in underserved markets using its certified carrier class network, including high-performance, multiplatform transport services offered to broadband service providers (e.g., ISPs and carriers) on a wholesale, nondiscriminatory basis.

⁷ Blackburn’s leadership and management team biographies are included at [Exhibit 2](#).

⁸ Additional funding sources include Brevet Capital, which serves as a source of debt.

support from the Uniendo a Puerto Rico Fund, would enable Blackburn to deploy its state-of-the-art, high performance fixed wireless broadband network to provide broadband service throughout the island, including unserved and underserved areas, as further described herein.

A. Blackburn's Neutral Wholesale Business Model

Blackburn operates as a neutral wholesale operator and, as such, provides high-performance multiplatform transport services on a nondiscriminatory basis to broadband service providers (e.g., ISPs and wireless carriers). Blackburn does not have the same incentives that drive historical incumbents to limit access to their network infrastructure for fear of losing their lucrative retail customers to their own wholesale customers.⁹ Through its neutral wholesale business model – the only one of its kind in Puerto Rico – Blackburn provides small, mid-sized and large ISPs access to infrastructure that would not otherwise be available to them, which in turn enables these ISPs to provide high-speed, quality broadband service to their retail customers, many of whom do not have competitive alternatives to one of the large incumbent providers. Without the services offered by Blackburn, many of its customers would be unable to afford independent access to infrastructure with the quality, performance, or redundancy of the Blackburn network, and the quality of services provided to end users would ultimately suffer. Blackburn's status as a neutral wholesale operator also improves network planning and management functions, which can be executed more efficiently by Blackburn's island-wide strategies than could be implemented by smaller or regional providers. The result is a better-planned and operated network than independent providers could manage on their own which ultimately results in higher-performance broadband services available to end users in Puerto

⁹ Because Blackburn is a purely wholesale provider and does not provide retail services, it does not have the incentive to identify and convert the end users of its wholesale customers to its own retail customers, allowing these small and medium sized competitors to grow steadily over time.

Rico. In other words, Blackburn's neutral wholesale business model levels the playing field and makes it possible for new entrants and small and mid-sized operators to better compete against established incumbent providers, to the benefit of end user consumers.

Blackburn's status as a neutral provider of broadband services also has enabled it to improve the breadth and extent of its high-bandwidth, redundant network throughout Puerto Rico, with corresponding benefits for its own high-quality services, through reciprocal agreements with other major Puerto Rico broadband providers. Blackburn's neutral wholesale model facilitates Blackburn's access to infrastructure because Blackburn provides capacity to multiple major carriers. As a result, Blackburn is able to build relationships and negotiate for reciprocal rights with a larger group of facilities-based providers than retail providers who may have more limited wholesale relationships with major providers with whom they directly compete against for retail customers. These relationships provide Blackburn with access to additional infrastructure, which expands the geographic reach of the Blackburn network and provides for multiple connectivity paths for Blackburn's customers, further improving the redundancy and availability of Blackburn's services to its customers and of the services provided by those customers to end users.

In short, Blackburn's neutral wholesale operator model enables new entrants, small and mid-sized operators, and others to purchase capacity needed to offer broadband services to their end user customers, thereby advancing the Commission's goal of enhancing competition for, and access to, broadband services in Puerto Rico.¹⁰ In order to better serve this laudable objective, the Commission's Stage 2 eligibility requirements should permit participation by Blackburn because, as a neutral wholesale operator, it is best situated to deliver increased competition. By

¹⁰ *Stage 2 Order* at paras. 10, 47.

contrast, under the traditional model of infrastructure deployment, a single provider is the primary beneficiary of any new or enhanced services made possible by the new deployment, and any other provider is required to expend significant capital in order to compete.¹¹ Strict application of the Stage 2 477-based eligibility requirement would support only the latter business model, notwithstanding that the public interest is better served in this case by Blackburn's wholesale infrastructure deployment.

B. Blackburn's Network and Services

As a neutral provider of wholesale services in Puerto Rico, Blackburn has focused on the deployment and management of state-of-the art, high-capacity infrastructure. Blackburn's network infrastructure consists of exclusive, long-term agreements for submarine cable, terrestrial fiber, and satellite capacity, supplemented by usage-based master services agreements with terrestrial providers, which together enable Blackburn to transport traffic both across the island and internationally. Blackburn manages the services provided over its network infrastructure with state-of-the-art optical equipment it owns and operates. Importantly, Blackburn has designed its communications equipment to ensure redundancy and continuous availability of communications services provided over its network.¹² Notably, all of Blackburn's equipment is manufactured in the United States.

The heart of Blackburn's existing network consists of leased capacity on multiple submarine cables connecting Puerto Rico to various points in the United States and Latin

¹¹ *Infra* p. 22.

¹² For example, Blackburn's multiplatform customer equipment provides three redundant communication paths, namely, a primary fiber connection, a secondary wireless connection supported by a multi-carrier SIM card, and a back-up satellite connection. Thus, if one communications path is not available due to a natural disaster or other reason, Blackburn's customers are not stranded, as they will be able to use one or more of the back-up connections to communicate.

America. This extensive submarine cable network, which is capable of handling traffic up to 9.5 Tbps, is integrated into local terrestrial wireless and fiber optic networks through long-term contractual agreements with major providers on the island, as well as satellite transponder capacity leased by Blackburn for incorporation into its network. For example, Blackburn's cable landing station at Isla Verde serves as the interconnection point for an island-wide network through which Blackburn interconnects all of the municipalities via multiple Tier 1 backbone connections.¹³

When Blackburn launched its network in Puerto Rico in 2017, it was the first wholesale broadband provider in Puerto Rico, and remains the only neutral wholesale broadband provider serving the island today. The strength of Blackburn's network was unequivocally demonstrated when Hurricane Maria struck in September 2017. Specifically, due to the robustness of its network, Blackburn was able to provide expedited emergency broadband services at the Luis Muñoz Marín International Airport in San Juan (an airport where many first responders were arriving on the island) following the hurricane, a time when many incumbent providers' services failed.¹⁴

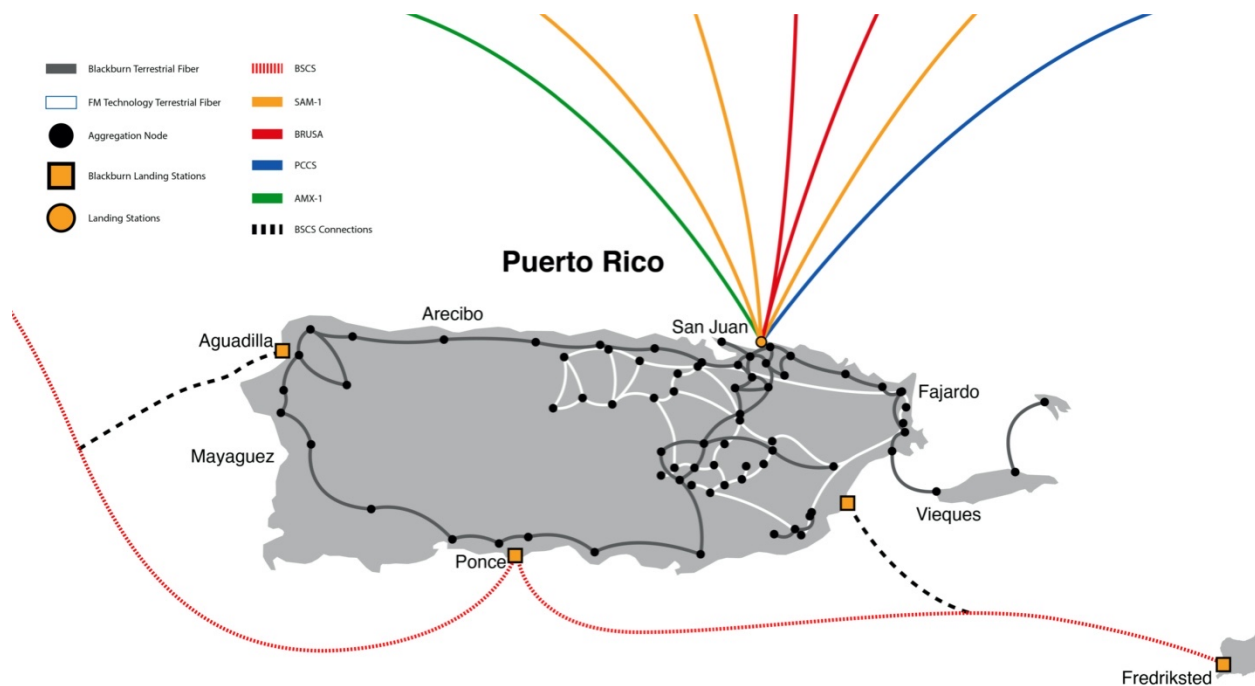
Blackburn continued to expand its service offerings throughout 2017. By the first quarter of 2018, Blackburn managed a 100 Gbps wavelength connecting the network access point of the Americas in Miami to the Emergia Landing Station in Isla Verde, Puerto Rico. Blackburn also deployed satellite backup circuits for a major financial company on the island. As of June 30, 2018, Blackburn was providing wholesale broadband services to a local ISP, as well as its

¹³ The Isla Verde cable landing station is the largest connection hub in Blackburn's network and, as such, is capable of handling traffic up to 32 Tbps.

¹⁴ Because Blackburn's network has multiple, redundant communications paths, it was able to provide a local flight services company with 25/3 Mbps Internet service using leased satellite capacity routed through Blackburn's Miami point of presence. This was the case despite the fact that local network infrastructure in Puerto Rico was largely disrupted by the hurricane.

commercial clients. Over the past year, Blackburn has continued to invest in its network in order to expand its service offerings and customer base and, today, Blackburn provides its customers in Puerto Rico, and throughout Latin America, with international coverage to over 100 points of presence spread across 60 cities and 40 countries. As of June 2020, Blackburn was providing its services on a wholesale basis to twelve ISPs and carriers, including a large incumbent provider, all of which, in turn, offer end user services to their customers throughout Puerto Rico. Figure 1 below illustrates Blackburn's existing network in Puerto Rico.

Figure 1 – Illustration of Blackburn's Existing Network in Puerto Rico



Blackburn is committed to supporting public safety resiliency and response links to Puerto Rico hospitals and networks of healthcare providers, which is even more urgent given the recent natural disasters on the island, and COVID-19. To that end, Blackburn signed the FCC's Keep Americans Connected pledge, and is working to deliver telehealth and online learning solutions on the island. With Stage 2 funds, Blackburn can expand and expedite these important projects.

C. Blackburn's Planned Network Improvements and Broadband Project Initiatives

Blackburn's business plan includes more than \$50 million in infrastructure investment, including the deployment of an island-wide fixed wireless network designed to increase the availability of broadband in Puerto Rico, particularly in unserved and underserved areas, while improving resilience and performance (the "MetroRed Project").¹⁵ Blackburn's business plan also includes the deployment of an international multi-protocol label switching ("MPLS") network that will reposition Puerto Rico as the bridge between North and South America (the "Borikén Submarine Cable System" and, together with the MetroRed Project, the "Broadband Projects").

Through the MetroRed Project, Blackburn intends to deploy a fixed wireless broadband network that will provide much-needed island-wide coverage, including the many rural and remote areas of Puerto Rico, including several municipalities that have been identified by the PR Telecommunications Board as critically unserved.¹⁶ Upon completion of the MetroRed Project, for example, approximately 520,000 rural households and small businesses, including nearly 8,000 farms, will be covered by Blackburn's network. The MetroRed Project also includes a fiber optic infrastructure deployment that will serve as backhaul for the company's fixed wireless network, and will make available broadband to the more than 80% of the population that presently does not receive the minimum level of broadband service, as defined by the FCC. The

¹⁵ As explained above, Blackburn already has significant financial backing for the Broadband Projects through the equity and debt funding provided by The Phoenix Fund and Brevet Capital.

¹⁶ These municipalities include Canóvanas, Ciales, Loiza, Maunabo, Orocovis, Patilla, Utuado, Yabucoa and Adjuntas. The MetroRed Project likely will be implemented through a wholly-owned subsidiary of Blackburn, MetroRed Infraestructuras, LLC. Thus, to the extent necessary, Blackburn requests that the waiver requested herein apply to Blackburn, MetroRed Infraestructuras, LLC, and any other entity in the Blackburn Group that will be involved in the deployment of a fixed broadband network using funds that may ultimately be awarded under the Uniendo a Puerto Rico Fund if Blackburn is deemed eligible to compete for, and is the winning bidder of, such funds.

MetroRed Project is entirely “shovel ready” and thus is poised to bring immediate benefits to Puerto Rico. Figures 2 and 3 illustrate the breadth and depth of the network to be deployed under the MetroRed Project.

Figure 2 - MetroRed Fixed Wireless Network Coverage

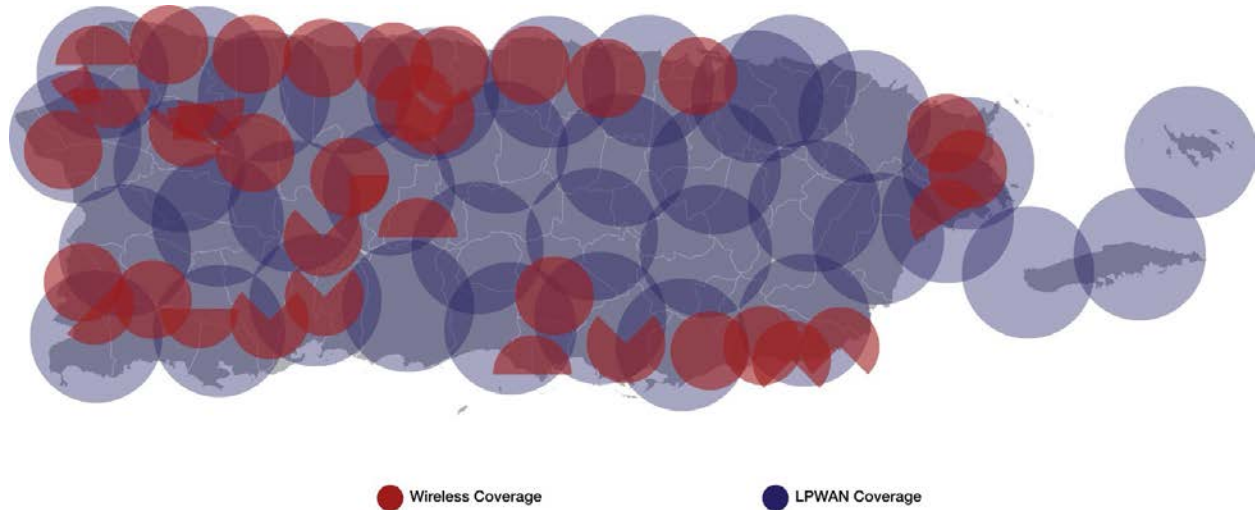
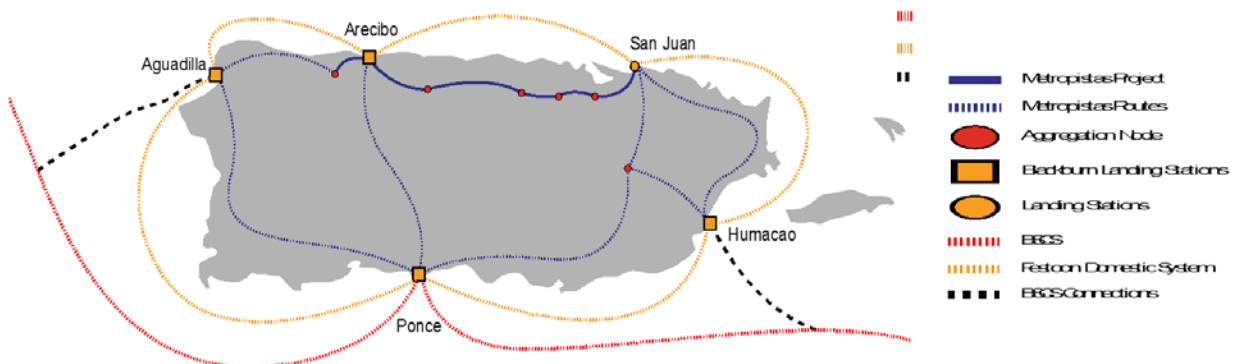


Figure 3- MetroRed Fiber Backbone



In addition to the MetroRed Project, Blackburn also plans to construct the Borikén Submarine Cable System, a submarine cable system on the south of the island that will provide resilience, redundancy and a path of restoration in the event of hurricanes, earthquakes or other natural disasters by connecting the U.S. Virgin Islands and Puerto Rico with the rest of the Caribbean and South America. By locating the Borikén Submarine Cable System on the south

side of the island, the Borikén Submarine Cable System will provide a network solution to address the fact that the vast majority of submarine cables are currently concentrated on the northern side of the island, in an earthquake-prone region, presenting a single point of failure and significant vulnerability with the ability to provide resilient communications in the event of a natural disaster.

Each of the Broadband Projects has been designed with state of the art optical transmission technology that integrates adaptability, monitor-ability and automated telecom services to carrier class operators, ISPs and content service providers, and will offer neutral wholesale services accessible to all operators regardless of size.

II. THE COMMISSION SHOULD PERMIT BLACKBURN TO BID FOR STAGE 2 SUPPORT BECAUSE IT IS AN EXPERIENCED PROVIDER POISED TO EXPAND BROADBAND ACCESS IN PUERTO RICO

Section 54.1505(a) provides that “[a] provider shall be eligible to submit an application for support from Stage 2 of the fixed Uniendo a Puerto Rico Fund . . . if it had its own fixed network and provided broadband service in Puerto Rico . . . , according to its June 2018 FCC Form 477 data.”¹⁷ Blackburn respectfully requests a waiver of Section 54.1505(a) and the requirement that it must have submitted Form 477 data to be eligible to participate in the Stage 2 competitive proposal process.

The Commission may grant a request for waiver of its rules for good cause shown.¹⁸ The Commission may exercise its discretion to waive a rule where the particular facts make strict compliance inconsistent with the public interest, and special circumstances warrant deviation from the general rule.¹⁹ In evaluating waiver requests, the Commission may take into account

¹⁷ 47 CFR § 54.1505(a).

¹⁸ 47 CFR § 1.3.

¹⁹ *Northeast Cellular Telephone Co. v. FCC*, 897 F.2d 1164, 1166 (D.C. Cir. 1990) (“*Northeast Cellular*”).

considerations of hardship, equity, or more effective implementation of overall policy on an individual basis.²⁰ In addition, the Commission considers whether “application of the rule would be inequitable, unduly burdensome or contrary to the public interest, or the applicant has no reasonable alternative.”²¹

As demonstrated below, the criteria for granting the instant request for waiver to permit Blackburn to participate in the Stage 2 competitive proposal process is warranted because Blackburn had a fixed broadband network, and has made available broadband services in Puerto Rico since 2017. As the only provider of neutral wholesale broadband services in Puerto Rico, special circumstances justify grant of the requested waiver. In addition, the equities of this case warrant grant of a waiver because strict enforcement of the Form 477-based eligibility requirement would preclude Blackburn, an experienced provider with existing fixed broadband infrastructure, from expanding broadband to unserved and underserved areas in Puerto Rico and increasing the resilience of Puerto Rico’s broadband networks – a result that is clearly contrary to the public interest.

A. Special Circumstances Warrant a Deviation from the Form 477-Based Eligibility Rule in the Case of Blackburn

In the *Stage 2 Order*, the Commission determined that it would use Form 477 data as a means to easily identify experienced service providers that had offered fixed broadband services before Hurricane Maria hit Puerto Rico, and thus to serve as a proxy for determining eligibility.²² The Commission limited Stage 2 support eligibility to experienced providers of broadband services because existing providers (1) possess the experience required to meet the specific needs

²⁰ *WAIT Radio v. FCC*, 418 F.2d 1153, 1159 (D.C. Cir. 1969) (“*WAIT Radio*”); *Northeast Cellular*, 897 F.2d at 1166; *NetworkIP, LLC v. FCC*, 548 F.3d 116, 125-128 (D.C. Cir. 2008).

²¹ 47 C.F.R. § 1.925(b)(3).

²² *Stage 2 Order* at para. 46.

of Puerto Rico (e.g., difficult terrain, low subscribership rates, etc.); (2) are more likely to meet deployment targets with lower risk of default; and (3) are better equipped to expand broadband service expeditiously.²³ The FCC was understandably skeptical of the ability of new providers solely entering the market as a result of having received Stage 2 support to serve the unique needs of Puerto Rico.²⁴ However, as described in this waiver request, Blackburn is not an opportunistic new entrant with plans to enter the market solely based on the availability of federal funds. Rather, Blackburn has been providing broadband services in Puerto Rico on a wholesale basis since 2017, and thus fits squarely within the Commission’s definition of experienced providers. Indeed, Blackburn is well-versed in the challenges of broadband deployment on the island, and understands how best to maximize its ability to expand broadband access with Stage 2 support.²⁵ Accordingly, Blackburn should be permitted to compete for Stage 2 support notwithstanding that it does not satisfy the FCC Form 477-based standard.

1. Blackburn Possesses the Experience Required to Meet Puerto Rico’s Unique Broadband Needs

First, Blackburn has the relevant experience to meet the specific needs of Puerto Rico. As explained above, Blackburn has been offering broadband services on a neutral wholesale basis since 2017, when it first deployed its network connecting Puerto Rico to the continental United States.²⁶ The company’s initial service offerings focused on coupling its leased submarine cable capacity with exclusive and nonexclusive rights to access local network

²³ *Id.* at paras. 46-49.

²⁴ The Commission reasoned that “[t]o the extent that some providers would only enter those unique markets based on the availability of new federal funding, we are skeptical of such entities’ ability to serve the specific needs of the Territories; ability to deploy quickly; level of financial risk; and commitment to provide long-term, high-quality service to consumers going forward.” *See Stage 2 Order* at para. 47.

²⁵ *Supra* p. 3; *see Exhibit 2*.

²⁶ *Supra* pp. 5-8.

infrastructure to provide Internet Protocol (“IP”) services on a wholesale basis. Thereafter, and prior to the June 2018 eligibility cutoff date, Blackburn expanded its service offerings to include broadband capacity. For example, in the wake of Hurricane Maria, Blackburn provided emergency 25/3 Mbps broadband internet access using its leased satellite capacity to a flight services company at the Luis Muñoz Marín International Airport, which serves San Juan and was the arrival point for many first responders.²⁷ Blackburn was able to make this service available because of the resiliency inherent in its multiplatform network, with multiple points of presence across the United States and Latin America, a characteristic that distinguishes Blackburn from many prospective Stage 2 participants. The fact that Blackburn was able to provide such services on an expedited basis following a catastrophic natural disaster demonstrates its qualifications as an experienced provider of broadband in Puerto Rico.

Following Hurricane Maria, Blackburn continued to expand its service offerings in Puerto Rico. For example, in early 2018, Blackburn began providing dedicated internet access, IP data transport, and other broadband services on a wholesale basis to an ISP serving Puerto Rico.²⁸ In June 2018, Blackburn provided satellite broadband services on a test basis to a local insurance agency whose broadband connectivity had not yet been restored following the hurricane.²⁹ Blackburn presently offers IP services and broadband capacity on a wholesale basis

²⁷ The Commission expanded the eligibility “cutoff” from June 2017 to June 2018 in order to allow “for the inclusion of satellite providers and other providers that served the islands immediately post-hurricane, which promotes competition, but still focuses on participation by those providers with experience operating networks in the Territories.” *Stage 2 Order* at para. 47. The importance of post-hurricane relief has similarly been noted by the Commission as an important Commission goal, and demonstrates experience in serving the affected area. *See Stage 2 NPRM* at para 10 (“the public interest is best served by allowing carriers to continue their critical work to restore their communications networks.”); *Connect America Fund*, WC Docket No 10-90, Order, FCC 17-129, para. 2 (rel. October 3, 2017) (“Restoring and repairing communications networks is critical to bringing much needed immediate relief to these heavily damaged areas, and to beginning the long road to restoring normalcy.”).

²⁸ In addition, in February 2018, Blackburn obtained an international 214 authorization from the FCC to provide global facilities-based and resale telecommunication services.

²⁹ The Commission recognized in the *Stage 2 Order* that broadband providers that serve business locations could be eligible to participate in the Stage 2 competitive bidding process. *See Stage 2 Order* at para. 48.

to its customers in Puerto Rico, all of whom provided broadband and other services directly to end users.³⁰ Most recently, Blackburn has demonstrated its commitment to keeping Puerto Rican's connected during the COVID-19 pandemic by signing the Keep America Connected Pledge.

2. *Blackburn is Well Equipped to Expand Broadband in Puerto Rico Quickly Without Significant Risk of Default on FCC-Mandated Service Obligations*

In addition to its extensive experience providing broadband network services to its customers in Puerto Rico, Blackburn is prepared to expand broadband access throughout the island, and is at low risk of defaulting on its service obligations. As explained above, Blackburn is focusing its efforts on two keystone projects, the MetroRed Project and the Borikén Submarine Cable System, which will bring broadband services to critically unserved and underserved rural areas, as well as provide much-needed resiliency to Puerto Rico's communications networks. Moreover, and importantly, Blackburn not only has substantial operations in Puerto Rico,³¹ it has the financial backing of significant funding partners, including the Puerto Rico-based Phoenix Fund, thereby reducing the risk that Blackburn will default on its service obligations if ultimately awarded Stage 2 support through the competitive bidding process.³²

In short, Blackburn has an existing high-performance network in Puerto Rico and extensive experience serving Puerto Rico and thus "possess[es] the requisite capabilities,

³⁰ As an illustration of the continued investment in Blackburn's network, Blackburn has activated an additional 100G circuit for redundant submarine cable transport, installed an additional network node to establish an IP / MPLS ring in the San Juan metro areas, peering activations with major online services, and made necessary network upgrades outside of Puerto Rico to ensure high-performance connectivity to and from its customers on the island.

³¹ Blackburn has over \$12 million in assets in Puerto Rico for FY 2020, which is over three times the company's assets from just two years earlier.

³² See Exhibit 3 for a commitment letter from the Phoenix Fund.

experience, and commitment to serving the Territories to warrant allowing [it] to participate”³³ in the Stage 2 competitive proposal process. Grant of the requested waiver to render Blackburn eligible to participate in the Stage 2 competitive proposal process will not upset the balance struck by the Commission when it established the 477-based eligibility requirement as a means to both promote competition and facilitate “participation by those providers with experience operating networks in the Territories.”³⁴ Accordingly, the Commission should waive the Form 477-based eligibility standard with respect to Blackburn.

B. Grant of the Requested Waiver Will Advance the FCC’s Goals of Expanding Broadband Access in Puerto Rico, Increasing the Resilience of Puerto Rico’s Broadband Networks, and Promoting Competition in the Stage 2 Proposal Process

The Commission established the Uniendo a Puerto Rico Fund with the goal of rebuilding, improving, expanding, and increasing the resilience of Puerto Rico’s broadband networks.³⁵ In furtherance of this goal, in the *Stage 2 Order*, the FCC adopted rules designed to promote quick access to quality broadband services in a cost-efficient, effective manner, while simultaneously minimizing the risk that Stage 2 funding recipients would default on their service obligations.³⁶ All of these objectives will be advanced by Blackburn’s participation in the Stage 2 competitive proposal process.

³³ See *Stage 2 Order* at para. 48.

³⁴ See *Stage 2 Order* at para. 47.

³⁵ See, e.g., *Stage 2 Order* at para. 8.

³⁶ *Id.* at para. 46-49.

1. *Blackburn's Participation in Stage 2 Will Further the FCC's Goal of Rebuilding, Improving, and Expanding of Puerto Rico's Broadband Networks in a Cost-Effective and Efficient Manner*

The primary objective of the Uniendo a Puerto Rico Stage 2 funding is “to rebuild, improve, and expand voice and broadband networks on the islands in the longer term”³⁷ and to do so “in the most cost-effective and efficient manner possible.”³⁸ As recognized by the Commission in the *Stage 2 Order*, Stage 2 support will facilitate the “transition” from remediation of existing networks to the expansion of “services in unserved areas and helping ensure storm-resilient networks throughout the Territories.”³⁹ As the only neutral wholesale provider of broadband network services, Blackburn is uniquely situated to expand broadband access in Puerto Rico through its existing network infrastructure and planned Broadband Projects.

As described above, Blackburn has invested heavily in its existing infrastructure and, to this end, has deployed a network connecting leased submarine cable and satellite transponder capacity to various points in Puerto Rico and throughout Latin America. Blackburn's operation and management of this network and capacity demonstrates that the company has the knowledge, experience and ability to bring new high-speed broadband services to Puerto Rico. For example, Blackburn's current MPLS network in Puerto Rico provides for efficient, secure, and scalable communications, with a superior end user experience as compared to many other Stage 2-eligible providers that have not deployed such technologies. If permitted to submit a proposal for Stage 2 support, Blackburn will have the opportunity to compete for funding to further build on and

³⁷ *Stage 2 NPRM* at para. 13.

³⁸ *Stage 2 Order* at para. 12.

³⁹ *Stage 2 Order* at para. 8.

expand these successful deployments to bring the benefits of advanced network technologies to more areas of Puerto Rico.

In addition to its existing network, Blackburn’s planned Broadband Projects will expand broadband access and resilience, while enabling additional benefits, such as distance learning and telehealth availability to rural, low-income and senior populations. Through the MetroRed Project – which will result in the first true 5G-capable broadband network deployed in Puerto Rico – Blackburn can not only restore and improve access to broadband services that were lost in the hurricane, it can bring such services to areas not yet served by an existing provider, and can do so at faster speeds and lower latencies than has been the case historically.

Specifically, Blackburn intends to construct a fiber backbone with multiple 100G-400G channels along the northern portion of the island, and to deploy advanced LTE- and 5G-capable wireless infrastructure throughout the island’s rural areas. This fiber backbone will be used by Blackburn’s customers to provide fixed broadband services to business and residential customers,⁴⁰ and also will serve as a significant artery between the cable landing stations near San Juan and these northern regions.⁴¹ The MetroRed Project also includes the planned deployment of a fixed wireless broadband network built using cutting-edge fixed and wireless network technologies. The MetroRed Project is “shovel ready” and, thus Blackburn is positioned to bring immediate benefits to Puerto Rico in the near term. Once deployed, Blackburn’s customers can access this network to provide broadband services throughout Puerto Rico, including in many rural areas that are presently unserved or underserved. Permitting

⁴⁰ These services include business services (cloud services, collocation data center, database mirroring, MPLS/L2, Wi-Fi data offloading, fiber capacity, and network-to-network interfaces) and residential services (LTE/Wireless Internet Access and MPLS/L2).

⁴¹ Accordingly, the MetroRed fiber backbone can be used by other providers to execute less-costly deployments in these areas.

Blackburn to bid for Stage 2 support is thus in the public interest because, if awarded, Blackburn can expand and expedite these efforts, thereby facilitating the ability of numerous independent providers to offer broadband services over Blackburn's network on competitive terms and prices.

Puerto Rico also will benefit from Blackburn's planned deployment of the Borikén Submarine Cable System. Presently, Puerto Rico's communications networks are connected to the U.S. Virgin Islands and the Americas by submarine cables located on the north side of the island in the Milwaukee Trench, an earthquake and hurricane-prone region. The Borikén Submarine Cable System will be located on the south side of the island and thus will add resilience to the island's communications networks by providing a path to quickly restore communications following natural disasters (e.g., earthquakes and hurricanes) that commonly strike the northern portion of the island. Blackburn's commitment to this project demonstrates its experience in serving Puerto Rico, and its understanding of how to meet Puerto Rico's specific communications infrastructure needs.

Further, Puerto Rico would benefit greatly from Blackburn's participation in the competitive proposal process because of its wholesale model. As a wholesale provider, network infrastructure deployed by Blackburn using Stage 2 support would be available for use by multiple service providers, rather than by a single provider seeking to deploy infrastructure solely for its own use, thereby increasing the efficient use of Stage 2 funds by enabling multiple competitors from a single Stage 2 award. Whereas traditional providers of end user broadband services that receive Stage 2 support are likely to deploy infrastructure solely for their own use or to provide wholesale access on less competitive terms vis-a-vis their own service offerings, Blackburn's business model is premised on enabling multiple operators to provide end user service. As a result, end users benefit from more price competition and innovation in service

offerings. In short, granting a waiver of Section 54.1505(a) to render Blackburn eligible “to compete for funding will increase the efficiencies of bringing advanced services to consumers in Puerto Rico”⁴² and will advance the Commission’s long-standing goal of ensuring competition for broadband services.⁴³

2. *Blackburn’s Deployment Strategy and Network Technologies Will Increase the Resiliency of Puerto Rico’s Broadband Networks*

Another key Commission objective of providing Stage 2 support is to increase the resilience of Puerto Rico’s telecommunications networks.⁴⁴ Reliability and redundancy is a central feature of Blackburn’s current network in Puerto Rico and internationally. For example, in order to ensure redundancy of communications originating in Puerto Rico, Blackburn leases and manages capacity on multiple different submarine cables that connect Puerto Rico to various international locations.⁴⁵ Similarly, Blackburn has designed its on-island services to ensure that customers have access to broadband services through multiple communications paths (e.g., traditional fixed, wireless, and satellite connectivity).⁴⁶ As a result, if one communications path or point of connectivity is unavailable for any reason, Blackburn presently can deliver traffic via another means, thereby ensuring resilience in the event of a natural disaster or as may otherwise be required.

⁴² *Stage 2 Order* at para. 12.

⁴³ See, e.g., *In the Matter of Promotion of Competitive Networks in Local Telecommunications Markets*, WT Docket No. 99-217, Report and Order, FCC 08-87, para. 1 (rel. Mar. 21, 2008).

⁴⁴ See, e.g., *Stage 2 Order* at para. 8.

⁴⁵ These submarine cables include the BRUSA, SAM-1, PCCS, AMX-1, and SAC.

⁴⁶ *Supra* p. 5 (“Blackburn’s multiplatform customer equipment provides three redundant communication paths, namely, a primary fiber connection, a secondary wireless connection supported by a multi-carrier SIM card, and a back-up satellite connection. Thus, if one communications path is not available due to a natural disaster or other reason, Blackburn’s customers are not stranded, as they will be able to use one or more of the back-up connections to communicate.”).

Not only has Blackburn designed its current network to be redundant, it has designed the Broadband Projects with the goal of advancing resiliency in the island's communications networks. To this end, the MetroRed Project will employ the latest technologies and techniques to ensure network resilience when future natural disasters strike. In other areas of the island where Blackburn intends to deploy 5G-ready wireless facilities, Blackburn plans to utilize third-party tower structures that have been certified by the Puerto Rican telecom authority, meet ANSI/TIA-222-G Class III criteria, and are comprised mostly of hardened structures that withstood the recent hurricanes. Energy resiliency, both for wireless and wired fiber services to be provided under the MetroRed Project, will be implemented through back-up power systems that are designed to provide anywhere from eight hours to 24 hours of energy autonomy for key network elements in the event of a power outage.

Similarly, the planned Borikén Submarine Cable System will provide much-needed resilience and redundancy to the island's communications network. Indeed, the fundamental goal of this project is to ensure that Puerto Rico's communications systems remain connected to the U.S. Virgin Islands and the Americas in the event a natural disaster disrupts the existing cable systems in the earthquake and hurricane-prone Milwaukee Trench.

3. *Waiver of Section 54.1505(a) to Permit Blackburn to Bid for Stage 2 Support Will Result in a More Effective Implementation of the Commission's Policies*

As noted above, the Commission initially proposed to limit participation in the Stage 2 competitive proposal process only to those entities that had provided services before Hurricane Maria.⁴⁷ However, in the *Stage 2 Order*, the FCC expanded the eligibility threshold to permit entities that provided fixed broadband services in Puerto Rico as of June 30, 2018 to participate

⁴⁷ *Stage 2 NPRM* at para. 42.

in the Stage 2 bidding process. The Commission determined that “adjusting the [eligibility] date to June 2018 introduces the possibility of more participation and still allows the Commission to conduct the process efficiently, receive proposals from experienced providers, and minimize the risk that support recipients will default on service obligations.”⁴⁸ Another key objective of Stage 2 is to “promote access to quality services in the most cost-effective and efficient manner possible.”⁴⁹ Waiver of the Form 477-based eligibility standard to enable Blackburn’s participation in the Stage 2 competitive bidding process will further these important policy objectives.

The Commission arbitrarily elected to use Form 477 data as a proxy to determine whether an entity is qualified to participate in the Stage 2 competitive proposal process.⁵⁰ Because the FCC requires only providers serving end-users⁵¹ to file FCC Form 477,⁵² use of Form 477 data as a proxy for eligibility excludes Blackburn solely because it provided services primarily on a wholesale basis.⁵³ As a result, absent grant of the requested waiver, Blackburn will be barred from bidding for Stage 2 support, notwithstanding that it is an experienced wholesale broadband network operator in Puerto Rico with equal or greater experience, capability, and likelihood of delivering on the promise of increased broadband access in Puerto Rico than many of the smaller ISPs eligible under the 477-based standard.

⁴⁸ *Stage 2 Order* at para. 47.

⁴⁹ *Stage 2 Order* at para. 12.

⁵⁰ The FCC did not provide any discussion as to why it arbitrarily decided to rely on Form 477 data as the basis to establish eligibility, nor did it provide any other means by which providers could demonstrate their qualifications as an existing provider of fixed broadband services in Puerto Rico.

⁵¹ End-users are defined as “[a] residential, business, institutional, or government entity that subscribes to a service, uses that service for its own purposes, and does not resell that service to other entities.” 47 CFR § 1.7001.

⁵² 47 CFR § 1.7001.

⁵³ *Supra* pp. 3-4.

Blackburn also is concerned that, despite the fifteen 477 filers in Puerto Rico as of June 2018, the actual number of entities capable of submitting competitive proposals that can achieve the leaps in broadband deployment Puerto Rico needs is far fewer, further underscoring the need for additional competition in the Stage 2 process. The Commission correctly elected to pursue a competitive Stage 2 process rather than offering a right of first refusal or right of support to incumbent providers, noting that “the benefits of a process open to competition outweigh any added delay compared to granting a right of first refusal or a right to funding.”⁵⁴ However, because proposals will be submitted on a municipality basis, and due to the multitude of other challenges to broadband deployment in Puerto Rico, it is unlikely that many of the smaller providers with 477s on file for the relevant time period will have the experience or capability to execute on the ambitious broadband deployment plans so desperately needed by the Puerto Rican people. Therefore, participation by Blackburn is critical to achieving a truly competitive award process and the public interest outcomes that are the foundation of the Commission’s goals in providing Stage 2 support.

Importantly, permitting Blackburn to participate in the Stage 2 funding process is wholly consistent with the FCC’s decision to extend eligibility to participate in the Stage 2 funding process to satellite providers. Just as was the case with the FCC’s extension of eligibility to satellite providers,⁵⁵ extending eligibility to Blackburn will allow for greater participation in the Stage 2 funding process, which is likely to increase competition and lower the cost of serving many geographic areas, while also ensuring that as many areas receive as many applications as possible.

⁵⁴ See *Stage 2 Order* at para. 34.

⁵⁵ See *Stage 2 Order* at para. 26.

Beyond competition in the Stage 2 process itself, Blackburn brings other significant benefits to competition in the Puerto Rico broadband market that would ensure Stage 2 funds are used in a highly cost-effective and efficient manner.⁵⁶ As a neutral wholesale operator, Blackburn will make available high-speed, low-latency infrastructure on a wholesale basis to telecommunications companies of all sizes. For small and mid-sized telecommunications companies in particular, Blackburn's business model represents a sea change in the competitive pressures these small and medium sized providers can generate. Because of the great expense of high-speed infrastructure deployment, these small and mid-sized companies are all too often relegated to inferior technologies or granted access to the historical incumbent's infrastructure on non-competitive terms, limiting the benefits of competition they provide for consumers. By contrast, by enabling access to Blackburn's network, small and mid-sized providers can lower their capital costs, and thereby offer better services – at better prices – to their customers.

Blackburn, as a neutral wholesale operator, does not have the same incentives that drive historical incumbents to limit access to their network infrastructure for fear of losing their lucrative retail customers to their own wholesale customers.⁵⁷ Instead, Blackburn has every incentive to maximize the use of its fixed broadband infrastructure and extensive broadband and submarine capacity by offering competitive, neutral wholesale access that will place any provider on equal, or better, footing to the historical incumbent operators from a technology and infrastructure perspective, thereby improving broadband availability and access in Puerto Rico. The net result will be more innovation by new segments of providers utilizing state-of-the-art broadband infrastructure and increased competition to the benefit of all Puerto Ricans.

⁵⁶ See *Stage 2 Order* at para. 12.

⁵⁷ Indeed, unlike wholesale relationships and practices that are common in Puerto Rico today, Blackburn does not have the incentive to identify and convert the end users of its wholesale customers to its own retail customers, allowing these small and medium sized competitors to steadily grow over time.

Moreover, and importantly, Blackburn's participation in the Stage 2 process would facilitate the Commission's goal of ensuring that federal funding is awarded and used in a cost-effective and efficient manner. Any funds that may be awarded to Blackburn (if it is permitted to compete for Stage 2 funding and is the winning bidder of such funds) would be used to improve and expand Blackburn's broadband network in Puerto Rico. As a neutral wholesale operator, Blackburn's network infrastructure would be available for use by multiple providers on a non-discriminatory basis. As a result, network improvements implemented by Blackburn using Stage 2 support will inure to the benefit of all of its customers who, in turn, will offer end user service to consumers, thereby promoting a more efficient use of federal funds than would be the case where funds are awarded to an entity deploying infrastructure solely, or primarily, for its own use.

III. CONCLUSION

In conclusion, for the aforementioned reasons, Blackburn urges the Commission to grant an expedited waiver of Section 54.1505(a) to enable Blackburn to participate in the Stage 2 competitive proposal process as an experienced provider of broadband services.

Respectfully Submitted,

/s/ Tom Davidson

Tom Davidson
Karen Milne
Shea Boyd
Akin Gump Strauss Hauer & Feld LLP
2001 K Street NW
Washington, DC, 20006
(202) 887-4011

Counsel for Blackburn Technologies II, LLC

June 29, 2020

Exhibit 1

Declaration of Robert W. Weihe

DECLARATION

I, Robert W. Weihe, hereby declare, under penalty of perjury, that I am Legal Counsel of Blackburn Technologies II, LLC and that the preceding Request for Waiver is true and correct to the best of my knowledge, information, and belief.

A handwritten signature in black ink, appearing to read 'Robert W. Weihe', is written over a horizontal line.

Robert W. Weihe
Legal Counsel
Blackburn Technologies II, LLC

June 29, 2020

Exhibit 2

Blackburn Leadership Team



ALEJANDRO G. ASMAR, Ph.D.

Co-Founder - Managing Director

(San Juan, Puerto Rico, USA)

50 years career in top Finance & Management positions. Alejandro holds a Ph.D. in Business & Applied Economics from The Wharton School of the University of Pennsylvania.



FRANCISCO RIVERA

Board Member

(Guaynabo, Puerto Rico, USA)

30 years experience as a Business and Financial Advisor. He is the founder & President of Pariter Wealth Management Group (PWMG) and Manager of The Phoenix Fund (San Juan, Puerto Rico).



PATRICIA EAVES

Board Member

(San Juan, Puerto Rico, USA)

36 years transforming sales and marketing organizations to become leaders in their respective industries; 26 of them in Telecommunications. Ms. Eaves hold a BA from University of Puerto Rico.



ERICK JOSE RODRIGUEZ

Co-Founder - Managing Director

(Ponce, Puerto Rico, USA)

25 years career as a visionary and technologist entrepreneur. Erick holds BS studies in Marine Transportation from the Massachusetts Maritime Academy and the Pontifical Catholic University of Puerto Rico.



PETER FOYO

Board Member - Telecom Advisor

(Naperville, Illinois, USA)

30 years career as a top a telecommunications executive. Peter has established himself as a leading strategy developer for major international corporations.



ALBERTO BACÓ (Esquire & CPA)

Board Member

(San Juan, Puerto Rico, USA)

30 years career as CEO and President, growth/development advisor, coach in turnarounds, mergers and acquisitions, and private placement debt or equity.





CHARLES CHIMIRAS Senior Executive Head of Network & Operations (Miami, Florida, USA), 25 years career as a top engineer.



JOSE RODRIGUEZ Head of Global IoT Strategy and Development (San Juan, Puerto Rico, USA), Senior Executive with 25 years of experience in Telecommunications and Emergent Technologies.



PEDRO BARROS Expert Advisor (Miami, Florida, USA) 40 years experience in the Telecom Industry. Started with technical roles in Network Engineering and Project management.



CHARLIE ATTOUM Network and Support Manager (Caracas, Venezuela) 17 years of experience in the area of telecommunications.



JUAN C. MELENDEZ Chief Financial Officer (Carolina, Puerto Rico), a CPA with 25 years of experience in the financial and auditing industry.



ROBERT WEIHE Chief Legal Counsel (Guaynabo, Puerto Rico, USA), 20 years career as a top executive, project manager and lawyer.



FRANCISCO ISTURIZ IT & Network Infrastructure (Caracas, Venezuela), 18 years of career as an engineer in network and telecommunications infrastructure.



LEONARDO VERA Senior Vice President Latam (Buenos Aires, Argentina/ Miami, Florida, USA), 25 years career as a top network and telecom executive.



SUSAN HENRY Senior Executive Business Services & Strategic Relations (Guaynabo, Puerto Rico, USA), 21 years of experience in the telecommunication industry as a top finance and marketing.



JOEL ORTIZ Head of IT Systems & Special Projects (Bogotá, Colombia), 15 years career as a top telecom engineer and executive.



PAUL LAFONTAINE Director and CEO of Reddot Networks (Miami, Florida, USA) with more than 30 years of experience in the Technology Industry.



VIANFEL CORDARO Director, Head of Networks & Operation (Santo Domingo, Dominican Republic), 15 years career as a top network and telecom executive engineer.

Exhibit 3

Phoenix Fund Commitment Letter



THE PHOENIX FUND

243 PR ROAD 2 – VILLA CAPARRA
GUAYNABO, PUERTO RICO 00966-1915

Investments for
The New Puerto Rico

PHONE 787 510-6600
WWW.PHOENIXFUND.COM

January 22, 2020

Blackburn Networks LLC

243 PR Road No. 2
Guaynabo, Puerto Rico 00966

RE: Phoenix Fund Commitment and Disbursement Certification

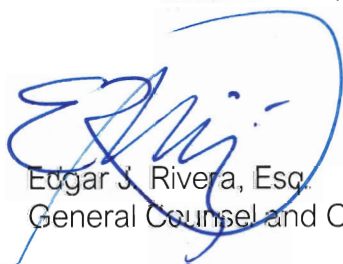
To Whom it May Concern:

This letter is to certify that on July 26, 2019, The Phoenix Fund, LLC entered into an agreement with Blackburn Networks LLC and its affiliates to provide funding in the amount of **\$30,000,000**. From this commitment, Phoenix Fund has already disbursed a total amount of **\$25,813,611**.

The Phoenix Fund continues to be committed to the success of the Blackburn companies and it is prepared to continue supporting its financial requirements.

Sincerely,

THE PHOENIX FUND, LLC



Edgar J. Rivera, Esq.
General Counsel and COO